

Friends of the Rouge Board of Directors

Meeting Minutes

Virtual Meeting via Zoom

September 14, 2022

MISSION

To restore, protect, and enhance the Rouge River watershed through stewardship, education, and collaboration.

VISION

We envision a future where a clean and vibrant Rouge River is the center of our community. Individual and community actions protect and improve the health of the Rouge River, assuring that its natural, economic, and recreational value enhance the quality of life in the Rouge River ecosystem.

Directors Present:

Alice Bailey (AB), Laura Wagner (LW), Erma Leaphart (EL), Samra'a W. Luqman (SL), Mike McNulty (MMN), Dave Norwood (DN), Brandy Siedlaczek (BS), Susan Thompson (ST), Carol Snodgrass (CS), Paul Draus (PD), Jeremiah Steen (JS), Myra Tetteh (MT), Jessica Eiland Anders (JA) (13 total)

Directors Not Present:

Alicia C. Bradford (ACB), Madelin Maher (MM2) (2 total)

Staff Present: Marie McCormick (MMC), Karen Hanna (KH), Michael Grady (MG), Rosina Newton (RN), Cyndi Ross (CR), Lara Edwards (LE)

Walk-ins Present: Monica Kalosis (Cole, Newton and Duran)

1. Call to order

MMC called the meeting to order via virtual Zoom meeting.

2. Approval of Agenda

AB shared the Agenda. Addition to the agenda under Board Development for an open Board Member position. MMC mentioned Jeremiah Steen is in the meeting and if approved would be able to vote on any proceedings.

KH asked if the financial reports could be moved up to just after the Executive Committee report, so Monica could handle any questions. Floor was opened for discussion, objections.

AB moved the Financial report to after the Executive Committee, and Board Development before the Secretary discusses the vacancy.

KH asked that the audit approval and 990 be added under item "j Finance Committee/Treasurer".

MMC also added introductions of new Staff and Interns before the Staff Update so that they could sign off afterward if they need to.

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AB: With those additions and adjustments, call for motion to approve. Sue Thompson (ST) made the motion, seconded by David Norwood (DN). No discussion, motion carried.

3. Approval of Board Minutes – June 8, 2022
No minutes to approve
4. Staff Update – Education
Erin Cassady (EC) introduced herself and gave an overview of the Education & Outreach programs.
5. Reports – (All program and committee reports are detailed in the board meeting materials)
 - a Executive Committee
AB reported that the board retreat will be held on Wednesday, September 21 at Heritage Park Nature Center in Farmington Hills.
 - b Executive Director
 - i Upcoming Board Retreat
MMC reported on Executive Director activity. All information is located in board meeting materials packet.
PD offered information about the Fort Street Bridge Park.
 - c Education Committee
MMC Highlighted the effort to deepen our relationship with First Nation peoples. Sam (SD) will be attending the Native American Heritage Day at Nankin Mills on Sept. 17th.
Asked for information on any other unique community groups or areas where FOTR has not been involved.

FOTR is also working to secure a NOAA (National Oceanic and Atmospheric Administration) grant for their B-WET (Bay Watershed Education and Training) program. This is a two-year grant, for the Rouge Education Program (REP). Read the report for more on the REP.
 - d Restoration Committee
 - e Monitoring Committee
MMC: The Spring Bug Hunt report is completed and the link included in your packet.
Fish Surveys. Monitoring completed at over 50 sites in collaboration with U of M student Olivia Williams.
European Frogbit Surveys. A total of 231 sites in Oakland County were surveyed in partnership with Oakland County CISMA (Cooperative Invasive Species Management Area). We are also looking for additional ways to support Oakland County CISMA's work.

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We are working with the University of Maryland on a Watershed Report Card; a way to demonstrate the health of the watershed. Not only the River Rouge watershed, but also the Huron, Clinton, River Raisin, and Detroit Rivers as well. There will be individual report cards and a regional report card. The Erb Family Foundation funded that directly to the University of Maryland along with a commitment to fund that every five years going forward. The report card not only looks at the physical and biologic indicators, but also the social and economic factors.

f Water Trail Committee

MMC: Covered the large-scale funding announcements earlier. There are some paddling trips scheduled; the registration for the Industrial Paddle Trip has closed. Mentioned the Fall Haunted Paddle coming up October 22nd. Covered highlights for funding the Water Trail: American Rescue Plan (ARPA) to support some of the larger projects; Wayne County Economic Development Corporation.

g Membership Committee

Nothing to report

h Board Development Committee

i Elect Secretary

ii Up coming elections

AB: We have a vacancy—Melissa has stepped down. Candidate Jeremiah (Steen-JS) sent us his information a few hours ago. Asked Jeremiah to introduce himself to the group.

JS: Gave his current status as Executive Director of the Steen Foundation; facilitator and manager of the Ray Fellowship; member of the National Audubon Society overseeing their Institutional Giving Program.

JEA: Said how she knew JS from a Skillman Foundation youth program where he demonstrated humility and a natural leadership.

DN: Motion to appoint Jeremiah Steen to the Board of Friends of the Rouge.

EL: Support.

ST: Support.

AB: Any discussion? All in favor? Opposed? Motion carried unanimously. Welcomed Jeremiah Steen to the Friends of the Rouge Board and advised him that he may now vote on any remaining issues on the agenda.

AB: Next order of business is filling the Secretary position. No names have been put forth as of today, looking for volunteers.

MMC: Gave description of what the Secretary's role is within the Board.

AB: We have no volunteers at this point. Asked MMC how to proceed.

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MMC: Suggested to proceed without a Secretary for the next month, to give people a chance to think about it. Also, not all the Board Members were not present at this meeting. Suggested sending an email out to all Board Members; appointing an Interim Secretary, which could be done by e-vote.

AB: Tabled the Secretary vacancy for the next month while the search goes on.

AB: Asked for updates on upcoming elections.

Mike McN: We have five individuals whose terms expire the end of this year. I need to re-confirm with three of the five that those three will be staying on for another term if they are elected. Tyler Schmidt is a candidate for the two remaining positions, which leaves one potential vacancy. Asked Board Members to reach out to their contacts for potential candidates. Need to finalize the list for the November Board Meeting ballots.

AB: Opened the floor for questions. (None.)

i Fund Development Committee

AB: Move on to the Fund Development Committee. Congratulations on the success of the Heart of the Rouge fundraiser. Thanked all the Board Members' involvement, sponsorships; Lara Edwards (LE) for living and breathing the event for months beforehand, Karen Hanna (KH) and the rest of the Staff. Turned the floor over to LE.

LE: Thanked everyone for volunteering, securing sponsorships, logistics, etc.. Recapped the event and advised that FOTR made a profit on the event, even though by most standards an event is successful if they break even.

MMC: Thanked and praised everyone involved for stepping up in her absence and "crushing it." Quoted Rebecca Essleman: "You know the strength of your team when something happens that you're not there; and they do everything well and amazing without you."

KH: This will be a biennial event, alternating with the Rouge Cruise on the Diamond Belle. The Heart of the Rouge event will be held at a different location each time, to help spread awareness.

EL: Congratulated Lara and everyone on the success and ambiance of the event, noted how everyone seemed very happy at the event.

AB: Giving Tuesday in November will be our next major fundraiser. Asked the Board for support in making a 100% match of donors, posting on social media, reaching out to help promote Giving Tuesday. Emails will be coming out in the near future. Opened the floor for any final additions, comments, etc.. (None.)

j Finance Committee/Treasurer

i May, June, July financials

ii Q3 Budget amendments

iii Audit and 990 review and approval

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Carol Snodgrass (CS) introduced Monica Kalosis (MK), from Cole, Newton, and Duran auditing firm who talked about the 990 and audit drafts.

MK: The audit did not have an opinion; therefore, was essentially a “clean” audit. No misappropriation or wrongdoing was found. No changes from prior year. Noted that next year there will be some changes to the 990. She appreciated the help KH gave, because the former audit partner retired and the former audit manager left. Opened the floor for questions.

CS: Asked the group whether a motion should be made to accept the draft of the audit.

KH: Yes, a motion should be made and supported, then opened for discussion.

CS: Make a motion to approve the draft of the audit as Monica presented it. DN supported.

KH: Asked if the 990 is included or separate for that motion.

MMC: Clarified that when a motion is called for, the language should be “Can I get a motion to approve the audit?” The person calling for the motion cannot make the motion.

CS: OK. I call for a motion to approve the audit along with the 990.

MMC: The 990 is a separate motion.

AB: I make a motion to approve the audit.

SL/ST: Seconded the motion.

AB: Any discussion?

MT: Are all of these in their final form?

KH: This is the final form, once we approve it, they will send us a final version.

MK: It’s considered a draft until the client reviews and approves it, makes any changes/additions/ to it, etc.. Once the audit draft has been reviewed and approved, it becomes the final form. You will then get the opinion attached to it and signed. The draft designation will be removed.

MT: Thank you.

AB: Called for the vote. Unanimously passed.

AB: Called for motion to approve the 990.

SL: Made the motion. ST: Second. AB: Discussion. (None) Called for the vote, unanimously passed.

CS: The Board Packet includes reports from May, June, and July. On the July report, there was a large increase due to the Ralph C. Wilson Jr., Foundation grant money. Karen also gave me the breakdown on the party. Revenue was around \$54,000, expenses were around \$22,000; net income was \$31,500. Called for questions on the Treasurer’s report. (None)

AB: Called for a motion to accept the Treasurer’s Report for the May/June/July financials. SL: Made the motion. Mike: Seconded. AB: Opened for discussion.

(None.) AB: Called for the vote. Motion passed unanimously.

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AB: Moving on to the budget amendments.

CS: We have an amendment to the budget because some grant money came in, we hired a part-time landscape architect instead of full time, and MMC suggested raising the taxable health insurance benefit from \$4,500 to \$6,000 per full-time employee, to facilitate employee retention.

MMC further pointed out that FOTR is far behind like-sized organizations in health benefits and this increase to \$6,000 is a stop-gap measure to retain our prized employees and attract future qualified staff. There will be a future request for a more robust health care package.

CS: Opened the floor for questions.

SL and MT: Expressed support for MMC's comments.

JEA: What will the premium cost and deductible(s) be for the stopgap measure?

MMC: We are still weighing our options on those details; there is much to consider.

KH: In the future, we want to be able to give the employee a menu of options, not just the one plan we have now.

MMC: We are asking today for the stopgap allowance, with further discussion and investigation of options to be done by the Executive Committee.

MT: What would the timeline be?

KH: Our policy comes up for renewal in November, we are hoping to carefully "rush" this process before that time or alternatively, before the first of the year.

AB: Called for a motion to approve the budget amendments as presented.

MT: So moved.

PD: Second.

AB: Any other discussion? All in favor? Any opposed?

Motion carried unanimously.

k Advocacy Committee

DN had to sign off, MMC gave the update.

6. New Business

No new business.

7. Reminders

The board retreat will be held on Wednesday, September 21 at Heritage Park Nature Center in Farmington Hills. Motion to adjourn

AB: Motion to adjourn?

ST: Motion to adjourn.

MMCN: Second.

AB: All in favor? Motion carried unanimously.

Meeting adjourned at 6:30 p.m.

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